



UP CIRCULAR 112
UNIT TRAIN COAL COMMON CARRIER CIRCULAR

Applying On

Unit Coal Trains from Colorado and Utah

Governed, except as otherwise provided herein, by UFC 6000-series;
UP 6004-series and UP 6602-series.

Issued By:
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Union Pacific Railroad Company
1400 Douglas Street Omaha, NE 68179

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CIRCULAR ITEM CHECKLIST

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**UP 112****Item: 1-A**
DEFINITION - ITEM SYMBOLS**DEFINITION OF ITEM SYMBOLS**

A - Add
C - Change
D - Decrease
I - Increase
X - Expire

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Item: 100-D
UP 112 GENERAL RULES AND DEFINITIONS

General Rules and Definitions

For purposes of applying this Circular, the following will govern.

Commodity/Coal: Coal, a mineral substance whose Standard Transportation Commodity Code (STCC) as set forth in the Standard Transportation Commodity code tariff ICC STCC 6001-Series, begins with the two digits 11. This Circular will also apply to dried, enhanced or beneficiated coal (synthetic coal), only if the Rate Item contains Rates specifically applicable to STCC number 29-911-91.

Origin(s): UP-served coal mine origins in Colorado or Utah.

Destination(s): Rail station capable of receiving trainloads of Coal as specified in individual Rate Items.

Shipper: Party who is paying the freight charges under this Circular.

UP: Union Pacific Railroad Company

Railroad: UP and any other rail carrier that is a party to this Circular for a joint rate to the specified Destination as listed in Items 1000-9999 of this Circular.

Rates: Are in U.S. dollars and cents per net ton of 2,000 lbs. Rates apply only for Coal consumed at the station(s) noted in the Item Description of the Rate Item, unless otherwise provided.

Rate Item: Schedule of rates, charges, and terms applicable to particular Destination.

Diversions: Diversions may be permitted under certain circumstances, as provided in UP Circular 6602-Series.

Request for Service: Transportation under this Circular will take place on lines which are subject to intense use and operational limitations. In order to maximize the utilization of the rail lines and loading facilities for the benefit of all parties involved in transportation of Coal from Origins, UP must coordinate with the mine operators and Shippers. Shipper requesting transportation under this Circular must provide a "Monthly Coal Tonnage Forecast" as provided in Item 250 of UP Circular 6602-Series. That Item defines the monthly process for the submission of forecasts by both the receivers of coal and the producers who will load those tons for shipment via UP. This condition applies in addition to any specific notice requirements stated in this Circular.

Shipper Owned or Leased Equipment: Railcars owned, leased or otherwise furnished by Shipper for transportation under this Circular.

Railroad Owned or Leased Equipment: Railcars owned, leased or otherwise furnished by Railroad, subject to availability, for transportation under this Circular.

Equipment: If Rate Item for Destination specifies Shipper Owned or Leased Equipment, Shipper will provide suitable equipment at no charge to Railroad. Railcars shall be compatible with the loading facility and the unloading facility.

All railcars used for transportation under this Circular shall be open-top hopper or gondola railcars, and shall have a marked capacity sufficient to meet the Minimum Lading Weight per Railcar as specified in the Rate Item for Destination.

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Loaded railcars shall not exceed the maximum gross-weight-on-rail ("GWOR") associated with the route of movement, but in no case greater than 286,000 lbs. In some corridors the GWOR will be less than 286,000 lbs, in which case Railroad will note in the applicable Rate Item the maximum weight capability on the route of movement.

Such railcars shall also meet or exceed the Association of American Railroads ("AAR") Interchange Rules, as amended from time to time, and shall have been inspected and approved by UP for safety in accordance with Federal Railroad Administration ("FRA") regulations, as amended from time to time.

Transportation under this Circular is subject to the provisions of the AAR Interchange Rules, including those rules governing railcar repair, maintenance, damage, or destruction, in a manner prescribed by the "Field Manual of Interchange Rules" and the "Office Manual of the Interchange Rules" adopted by and currently in use by the AAR.

Volume: No volume commitment applies unless otherwise specified in the Rate Item. If Shipper fails to meet its volume commitment due solely to Railroad's service failure, Shipper's volume commitment will be adjusted downward for such failure.

Annual Volume Estimate: For planning purposes, Shipper shall advise Railroad of its intent to ship under this Circular as specified in Monthly Coal Tonnage Forecast. In addition, not later than July 1 each year, Shipper shall provide to Railroad an estimate of tons of Coal anticipated to be loaded in the next calendar year by month ("Annual Volume Estimate"). This information should include tons from each of its suppliers and origins. Shipper shall load Coal in approximately even monthly increments within each calendar year. If Shipper decides to begin shipments within any time-frame other than a full calendar year basis, then Shipper shall provide Railroad an Annual Volume Estimate for the remaining months of that calendar year, at least ninety calendar days prior to the first shipment, unless otherwise mutually agreed. The Annual Volume Estimate must be submitted electronically via UP's secured website ([www.uprr.com/customers/energy Bulk Train Planner](http://www.uprr.com/customers/energy/BulkTrainPlanner)), and may be revised at any time prior to October 1 each year.

Service: Railroad shall use reasonable efforts to transport Coal based on the circumstances when the transportation occurs. Railroad shall not be responsible for delays due to weather, track maintenance or construction, equipment failures, embargoes, Acts of God, labor activities, including strikes, denial of or limitation of access to track controlled by any party other than Railroad, excessive demand, or events outside the control of the Railroad. Railroad intends to use reasonable efforts to deliver the Annual Volume Estimate and the Monthly Coal Tonnage Forecast furnished by Shipper but has no binding obligation to comply with these planning estimates.

In no event shall Railroad be liable for any service guarantee. Further, to the extent allowed by law, under no circumstances will Railroad be liable for any direct, indirect, actual or consequential damages or any other liability, or additional costs of any kind arising out of or caused by service interruptions, reductions, or excessive demand.

Rate: Rate(s) contained in the Rate Item apply in return for the limited liability terms as follows. In exchange for paying the rate published in the Rate Item, Shipper agrees that in no event will Railroad's responsibility for damages exceed the sales price of the Coal at Origin. The fuel surcharge in UP Circular 6602-Series, Item 695 applies. Railroad may adjust or cancel rates subject to 20 days' notice for increases.

Full-Value Liability Rate: In return for paying a rate greater than the rate as published in the Rate Item, Shipper may recover full damages, if any, as provided in 49 U.S.C. 11706. To make a shipment subject to 49 U.S.C. 11706, Shipper must comply with these provisions:

1. Shipper shall notify Railroad no less than 72 hours before the shipment is released for transportation that the Shipper chooses to utilize the Full-Value Liability Rate.
2. Shipper shall prepay a rate equal to 250% of the Rate published in the Rate Item applicable to Destination; and
3. Shipper shall note on the shipping instructions that the shipment is subject to the Full Value Liability Rate as provided in this Circular.

Freight Charges: Freight charges shall be calculated based on the greater of the actual lading weight of all Coal in a train as determined by weighing pursuant to the rules in UP Circular 6602-Series, or the minimum tender per shipment weight, which is specified by Destination in the Rate Item.

Payment: Railroad may invoice Shipper by means of mail or electronic transfer of documentation. Shipper shall pay the amount invoiced by means of mail or electronic transfer of funds within 15 calendar days after date of invoice. Late payment and other credit terms shall be in accordance with UP's credit terms as published in Rule 62 of UFC

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6000-Series. If Shipper fails to pay in accordance with the requirements or if, in UP's sole discretion, adverse credit conditions occur which could affect Shipper's ability to meet payment terms, UP may revoke credit privileges and institute any one or more of the Revocation of Credit and Other Remedies procedures outlined in UFC6000.

Notices: Notices to UP should be addressed to:

Attn: General Director- Logistics and Demand
 Union Pacific Railroad
 Marketing and Sales Energy Group
 Stop 1260
 1400 Douglas Street
 Omaha, NE 68179
 Fax (402) 501-0163

Notices to BNSF should be addressed to:

Attn: Director Coal Marketing
 BNSF Railway
 P. O. Box 961056
 Ft. Worth, TX 76161-0056
 Fax (817) 352-7939

Notices to CSX should be addressed to:

Attn: Director River Market
 CSX Transportation
 500 Water Street
 Jacksonville, FL 32202
 Fax (904) 359-1744

Notices to Illinois Midland Railroad should be addressed to:

Attn: Manager-Marketing
 Illinois & Midland Railroad
 P. O. Box 139
 Springfield, Ill 62705
 Fax (217) 788-8660

Notices to Norfolk Southern should be addressed to:

Attn: Senior Vice President Energy & Properties
 Norfolk Southern Corp.
 110 Franklin Road
 Roanoke, VA 24042-0026
 Fax (540) 985-6398

Notices to Utah Railway should be addressed to:

Attn: Director Sales & Marketing
 Utah Railway Company - Suite 220
 4692 North 300 West
 Provo, UT 84604
 Fax (801) 221-4766

Other General Rules: Shipments made under this Circular shall be subject to Circular UP 6602-series or its successors, which contains the General Loading Rules, Accessorial Charges and Fuel Surcharge for Coal Trains Originating in Colorado and Utah, and related items.

Services or other matters not specifically addressed in this Circular shall continue to be governed by and paid for in accordance with rules, regulations, statutory provisions and provisions of the applicable tariffs, rules circulars, publications or in other applicable rate and service terms established under 49 U.S.C. Section 11101. Such rules, regulations and provisions, as amended from time to time, are herein incorporated by reference without being specifically listed. To the extent any such rules, regulations or provisions as they relate to the parties hereto are inconsistent with the terms of this Circular, the terms of this Circular shall govern. When reference is made in this Circular to tariffs, circulars, items, notes, rules, etc., such references are continuous and include revisions and supplements to and successive issues of such tariffs, circulars, items, notes, rules, etc.

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In the event of any conflict between the terms of this Circular and the terms of the Rate Item, the provisions of the Rate Item shall govern.

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